

No. PRI 003/2567

29 February 2024

**Subject:** Determination of the Schedule of the Company's 2024 Annual General Meeting of Shareholders and the agendas to be proposed to the 2024 Annual General Meeting of Shareholders for consideration

**Attention:** President  
The Stock Exchange of Thailand

**Enclosures:** -

Primo Service Solutions Public Company Limited (the "**Company**") would like to notify the resolutions of the Board of Directors' Meeting No. 2/2024 convened on 28 February 2024, at 13.30 hrs., at the Meeting Room, Head office, No. 496 Moo 9, Samrong Nuea Subdistrict, Mueang Samut Prakan District, Samut Prakan Province 10270 and via VDO Conference, According to Article 30 of the Company's Articles of Association, which resolved to acknowledge and/or approve the material matters as follows:

**1. The Board of Directors resolved to acknowledge or approve these following matters and to propose to the 2024 Annual General Meeting of Shareholders to acknowledge or approve.**

- (1) The Board of Directors resolved to acknowledge the 2023 operational results of the Company and the Annual Report of the Board of Directors, and to propose to the 2024 Annual General Meeting of Shareholders to acknowledge such matter.
- (2) The Board of Directors resolved to approve the Financial Statements and Comprehensive Income Statements for the year ending 31 December 2023 which have been audited by the certified public accountant, and to propose to the 2024 Annual General Meeting of Shareholders to approve such matter.
- (3) The Board of Directors resolved to approve the dividend payment from the operational results of 2023 and to propose to the 2024 Annual General Meeting of Shareholders to approve such matter, in accordance with the following details:
  - 3.1 The Company has fully appropriate the net profits to be a legal reserve fund as required by laws in the amount of THB 16,000,000.00, equivalent to 10 percent of the registered capital of THB 160,000,000.00, as of 14 August 2023; therefore the Company is not required to appropriate for any other legal reserve fund.
  - 3.2 The Board of Directors resolved to approve to distribute the dividend from the operational results of the latter six-month period of 2023 at the rate of THB 1.0313 per share, totaling an amount not exceeding THB 330,000,000, whereby the Company will pay the dividend by cash. In this regard, the Company will schedule 14 March 2024 as the date to record the names of the shareholders who are entitled to this dividend payment (Record Date), and pay the dividend to shareholders by 23 May 2024.

Nevertheless, such entitlement for dividend payment is subject to change, as this subject matter is required to be further approved by shareholder of the 2024 Annual General Meeting of Shareholders.

In 2023, the Company paid the interim dividend, according to the resolution of the Board of Directors of the Company No. 6/2023, which was held on 14 August 2023, for company performance of the first six-month period of 2022, and retained earnings by cash, at the rate of THB 0.394 per share, or in the accounted amount not exceeding THB 126,080,000.00. The Company shall declare this matter to the 2024 Annual General Meeting of Shareholders.

(4) In the year 2024, there are 2 directors who are due to retire by rotation as follows:

1. Mr. Somsakul Sangsuwan Director; and
2. Mr. Keingkrai Kreebongkan Director

The Board of Directors resolved to approve the re-election of 2 directors who are due to retire by rotation to be reappointed as directors for another term, and appointment of new board of directors and to purpose this matter to the 2024 Annual General Meeting of Shareholders for its further consideration and approval. The 3 directors are as follows:

1. Mr. Somsakul Sangsuwan Director; and
2. Mr. Keingkrai Kreebongkan Director; and
3. Mr. Niwat Lamunpandh Director.

(5) The Board of Directors resolved to approve the determination of the directors' remuneration, for the year 2024, as to meeting allowance for the Board of Directors, the Audit Committee, the Nomination and Remuneration Committee and the Risk Management Committee, and to propose to the 2024 Annual General Meeting of Shareholders to approve such matter as following details:

1. Meeting allowance for the Board of Directors and each subcommittee

Unit : THB

Board	Chairman		Member	
	2024	2023	2024	2023
Board of Directors	20,000	20,000	15,000	15,000
Audit Committee	15,000	15,000	10,000	10,000

Nomination and Remuneration Committee	15,000	15,000	10,000	10,000
Risk Management Committee	15,000	15,000	10,000	10,000

2. The executive directors of the Company, are not entitled to receive the meeting allowance in any event.
- (6) The Board of Directors resolved to approve as considered and agreed by Audit Committee for considering the approval of the appointment of auditors and the determination of the auditor's remuneration for the year 2024 by having one of the following auditors from EY Corporate Services Limited to be the Company's auditors for the year 2024, namely:
1. Ms. Sumesa Tangyoosuk                      Certified Public Account No. 7627 and/or
  2. Mr. Termphong Opanaphan              Certified Public Account No. 4501 and/or
  3. Ms. Kosum Cha-em                          Certified Public Account No. 6011

In the case that the auditors above are unable to perform their duties, EY Corporate Services Limited is allowed to arrange for other of its auditors to audit and report their opinion on the Company's financial statement, in lieu of the aforementioned auditors.

The Board of Directors resolved to approve the determination of the annual audit fee at THB 5,300,000. In this regard, none of these three auditors are shareholders of the Company and they do not have any relationship and conflict of interest with the Company, its subsidiaries, executives, major shareholders, or related persons of the aforementioned persons and they do not provide any advisory service to the Company. Therefore, the auditors are independent in auditing and reporting their opinions on the Company's financial statement.

In this regard, with respect to the performance of duties of these auditors, no auditor shall have performed their duties for the consecutive period of longer than 7 years. In addition, the appointment of auditors and the determination of the auditor remuneration for the year 2024 has been considered by the Audit Committee and shall be proposed to the 2024 Annual General Meeting of Shareholders for its further consideration and approval.

- (7) The Board of Directors resolved to approve the amendment of the Company's Articles of Association for 4 items to be in accordance with the Public Limited Companies Act (No.4) B.E. 2565 (as amended)

Details of amendments of the Articles of Association of the company are as follows:

Article No.	Existing text	Text to propose to amend
26	<p>To summon a board of directors' meeting, the chairman of the board of directors or the person entrusted with that responsibility shall send a written notice summoning a meeting to directors not less than seven (3) days before the date of the meeting. Except in case of necessity or urgency to protect the Company's rights or benefits, a meeting may be summoned by a shorter notice which may be sent via other means, and the meeting date may be set to be earlier.</p>	<p>To summon a board of directors' meeting, the chairman of the board of directors or the person entrusted with that responsibility shall send a written notice summoning a meeting to directors not less than three (3) days before the date of the meeting. Except in case of necessity or urgency to protect the Company's rights or benefits, a meeting may be summoned by a shorter notice which may be sent other means, and the meeting date may be set to be earlier.</p> <p>The chairman has authority to call a meeting of the board of directors. In any even when there is a reasonable cause to protect the rights or benefits of the Company, two or more directors may jointly request the chairman to call for a meeting of the board of directors by specifying the agenda and the reason to be proposed to consider at such meeting of the board of directors. The chairman shall call and schedule the meeting of the board of directors within fourteen (14) days from the date of receipt of such request.</p> <p>If the chairman fails to comply with duties under paragraph two, the directors who submitted such request may jointly call and schedule a meeting of the board of directors to consider the requested agenda within fourteen (14) days from the end of period stipulated under paragraph two.</p> <p>If the chairman is absent for any reason, the vice-chairman shall be the person to call the meeting of the board of directors. In the absence of the vice chairman for any reason, two or more directors may jointly call a meeting of the board of directors.</p>
33	<p>The Board of Directors shall summon a shareholders meeting by</p>	<p>The Board of Directors shall summon a shareholders meeting by sending a</p>

<b>Article No.</b>	<b>Existing text</b>	<b>Text to propose to amend</b>
	<p>sending a notice, specifying the place, date, time, agenda item (s) of the meeting and the subject matters to be submitted to the meeting with appropriate details together with the clearly specify that the matter is proposed to acknowledgement, approval, or consideration as the case maybe, with the Board of Directors' comments, to all shareholders not less than seven (7) days prior to the date of the meeting and this notice shall be published in a newspaper for not less than three (3) consecutive days not less than three (3) days prior to the date of the meeting.</p> <p>The place for the meeting shall be in the same area as with the head office or any other place based on its discretion of the board of directors.</p>	<p>notice, specifying the place, date, time, agenda item (s) of the meeting and the subject matters to be submitted to the meeting with appropriate details together with the clearly specify that the matter is proposed to acknowledgement, approval, or consideration as the case maybe, with the Board of Directors' comments, to all shareholders not less than seven (7) days prior to the date of the meeting and this notice shall be published in a newspaper or electronics means following the criteria and methods as prescribed by law.</p> <p>The place for the meeting shall be in the same area as with the head office or any other place based on its discretion of the board of directors.</p>
34	<p>A quorum of the meeting shall consist of shareholders or proxies (if any) who represent no less than twenty-five (25) persons or no less than one-half of the total number of shareholders, holding in aggregate no less than one-third (1/3) of the total number of issued shares to constitute a quorum.</p> <p>If after an hour (1) from the time stated for the start of any meeting, the number of shareholders present does not constitute a quorum as specified in the paragraph one, such meeting shall be cancelled if such meeting was requested by shareholders. However, in some other cases, the meeting shall be called again and notice for a new meeting shall be sent to shareholders not less than seven (7) days before the date of the meeting. In this new meeting, no quorum be required.</p>	<p>The meeting of shareholders shall proceed according to the agenda specified in the meeting notice, unless the meeting resolves to change the agenda order by a vote of no less than two-thirds (2/3) of the total number of shareholders present at the meeting.</p> <p>After considering the matters specified in the agenda of the meeting as stipulated in the meeting notice, if shareholders holding collectively not less than one-third (1/3) of the total issued shares request, the meeting may consider additional matters apart from those specified in the meeting notice.</p> <p>In the event that the meeting cannot conclude its consideration of the matters specified in the meeting notice or additional matters proposed by shareholders and it is necessary to adjourn the consideration, the meeting shall schedule the time, date, and venue for the next meeting. The</p>

Article No.	Existing text	Text to propose to amend
		<p>board of directors shall send notices specifying the venue, date, time, and agenda of the meeting to shareholders no less than seven (7) days before the meeting. Additionally, the notice of the meeting shall be advertised in a newspaper or through electronic media, following the criteria and methods as prescribed by law.</p>
<p><b>45</b></p>	<p>Dividends shall not be paid from any sources other than from the profits. If the Company has an accumulated loss, no payment of dividends shall be made.</p> <p>Dividends shall be allocated to each share equally, unless the Company issues preference shares with a different specification on receiving of dividend payment from the ordinary shares then such allocation of dividend payment shall be specified provided that such dividend payment must be approved by the shareholders' meeting.</p> <p>The Board of Directors may from time to time pay to the shareholders an interim dividend</p> <p>If it views that the profits of the Company justifies such payment. One such interim dividend payment is made, it shall be reported at the shareholders' meeting at the next shareholders 'meeting.</p> <p>The payment of dividends shall be made within one month from the date that a resolution is passed by the shareholders' meeting or the Board of Directors, as the case may be and a written notice shall be delivered to the shareholders and the notice of such dividend payment shall be published in a newspaper not less than three (3) days.</p>	<p>Dividends shall not be paid from any sources other than from the profits. If the Company has an accumulated loss, no payment of dividends shall be made.</p> <p>Dividends shall be allocated to each share equally, unless the Company issues preference shares with a different specification on receiving of dividend payment from the ordinary shares then such allocation of dividend payment shall be specified provided that such dividend payment must be approved by the shareholders' meeting.</p> <p>The Board of Directors may from time to time pay to the shareholders an interim dividend</p> <p>If it views that the profits of the Company justifies such payment. One such interim dividend payment is made, it shall be reported at the shareholders' meeting at the next shareholders 'meeting.</p> <p>The payment of dividends shall be made within one month from the date that a resolution is passed by the shareholders' meeting or the Board of Directors, as the case may be and a written notice shall be delivered to the shareholders and the notice of such dividend payment shall be published in newspaper or electronics media, following the criteria and methods as prescribed by law.</p>

Furthermore, to assign the authorized director or the person authorized by the authorized director to sign any documents relevant to the registration of the amendment of the Company's Articles of Association at the Ministry of Commerce's Department of Business Development and the authority, as well as to undertake any act necessary for and relevant to as it deems appropriate. In addition, to proposed this matter to the 2024 Annual General Meeting of Shareholders for its further consideration and approval

**2. The Board of Directors resolved to approve the scheduling of the 2024 Annual General Meeting of Shareholders on 23 April 2024, at 14.00 hrs., through electronic meeting (E-Meeting) to consider the following agenda items:**

Agenda Item 1: To consider and acknowledge the 2023 operational results of the Company and the Annual Report of the Board of Directors.

Agenda Item 2: To consider and approve the Financial Statement and Comprehensive Income Statement for the year ending 31 December 2023 which have been audited by the certified public accountant.

Agenda Item 3: Consideration for the approval of allocating profits as reserves according to regulations and suspending dividend payments for the 2023.

Agenda Item 4: To consider and approve the re-election of the directors who are due to retire by rotation and appointment of new board members.

Agenda Item 5: To consider and approve the amendments of the Company's Articles of Association.

Agenda Item 6: To consider and approve the determination of remuneration for the board of directors and subcommittees for the 2024.

Agenda Item 7: To consider and approve the appointment of the auditors and the determination of the auditor's remuneration for the year 2024

Agenda Item 8: Other matters (if any)

**3. The Board of Directors resolved to approve the scheduling of the date to record the names of the shareholders, who are entitled to attend the 2024 Annual General Meeting of Shareholders (Record Date) on 14 March 2024.**

Please be informed accordingly.

Sincerely yours,

(Ms. Nucharee Jitardhun)

Chief Financial Officer and Secretary

Person authorized to disclose  
information